



Rhode Island Public Finance Management Board

Legal Counsel Search

Office of the General Treasurer

Honorable Paul J. Tavares

July 2005



**State of Rhode Island and Providence Plantations
Office of the General Treasurer**

Paul J. Tavares
General Treasurer

July 7, 2005

Dear Legal Counsel Candidate:

The Rhode Island Public Finance Management Board ("PFMB") is requesting proposals from qualified firms interested in providing legal services.

In order for your firm to be considered for this assignment, we request that you complete the enclosed Request For Proposal ("RFP"). The deadline for submitting a formal proposal is Wednesday, July 20, 2005 (no later than 3:00 PM Eastern Standard Time "EST"). FAX copies of any part of the RFP are not acceptable.

A total of four (4) copies of your proposal are required. They should be sent to the following address on or before the date and time specified above:

Four (4) Copies To:
Joan M. Caine, CFA
Deputy Treasurer for Finance
Office of the General Treasurer
40 Fountain Street, 8th Floor
Providence, RI 02903-1855

All questions concerning this RFP must be received by 3:00 PM EST on Wednesday, July 13, 2005, either by facsimile (401) 222-6141 or e-mail to jcaine@treasury.state.ri.us. Do not call the Office of the General Treasurer or any other party in confidence with any questions about this RFP. Responses to all reasonable questions regarding this RFP will be returned no later than Friday, July 15, 2005. Questions submitted after Wednesday, July 13, 2005 at 3:00 PM EST will not be considered.

We appreciate the time and effort required to respond to this RFP. We look forward to your response.

Sincerely,

Paul J. Tavares
General Treasurer, State of Rhode Island

Enclosures

Rhode Island Public Finance Management Board

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I. INTRODUCTION

The purpose of this request for proposal (“RFP”) is to assist in the identification and selection of legal counsel for the Rhode Island Public Finance Management Board (“PFMB”). It is the intent of the PFMB to maintain a long-term relationship; however, the initial contract will be awarded for a one-year period. At the end of this period, the two parties may continue to extend the contract upon mutual agreement. The PFMB reserves the right to reject any or all bids. The contract developed between the engaged firm and the PFMB will include a clause permitting the termination of the arrangement by either party with 30 days written notice. The laws of the State of Rhode Island will govern the terms of the contract.

In an effort to clarify any issues in this request for proposal, the PFMB will respond to reasonable questions that are presented in writing. **Do not call the Office of the General Treasurer or any other party in confidence with any questions about this RFP.** Failure of a firm to abide by these instructions will result in the Proposal’s immediate elimination from further consideration. All questions must be received no later than 3:00 PM EST on Wednesday, July 13, 2005 at the PFMB offices. Questions may be faxed to (401) 222-6141 or e-mailed to jcaine@treasury.state.ri.us. Responses to all reasonable questions will be returned no later than Friday, July 15, 2005.

All costs related to the preparation and presentation of your response to this RFP will be the responsibility of the responder. None of the costs associated with this presentation will be reimbursed by the PFMB.

II. BACKGROUND INFORMATION

Pursuant to § 42-10.1-2 of the Rhode Island General Laws, the purpose of the PFMB is to advise and assist state departments, agencies, authorities, boards, commissions, public and quasi-public corporations and municipalities having authority to issue revenue or general obligation bonds or notes with respect to issuance of and financial planning related to those bonds and notes.

The PFMB collects and maintains debt-related information on state, municipal and public or quasi-public corporation debt and serves as a statistical center for all state and municipal debt issues. The PFMB also recommends changes in state laws and local practices to improve the sale and servicing of state and local debt.

The PFMB is authorized to allocate tax-exempt bond issuance capacity among issuers in the state of Rhode Island pursuant to Rhode Island General Laws § 42-10.1-3 and Title 26 U.S.C. § 103 and § 141.

III. SCOPE OF SERVICES

An electronic copy of the PFMB's Rules and Regulations is attached and the enabling statutes can be downloaded at:

<http://www.rilin.state.ri.us/Statutes/TITLE42/42-10.1/INDEX.HTM>

PFMB counsel is required to attend quarterly board meetings and serve as liaison between the PFMB, issuers, issuers counsel and regulatory authorities. Counsel is also responsible for all governmental filing requirements and recommending revisions to the Rules and Regulations and existing statutes.

In recent years, the PFMB has taken steps to raise its visibility in addressing issues originally contemplated by these documents by issuing an annual State Debt Study as well as a bi-annual Local Debt Study. Copies of these reports are available on the Office of the General Treasurer's website:

www.treasury.state.ri.us

IV. MINIMUM QUALIFICATIONS

Organizations that respond to the RFP must meet the following minimum qualifications to be given further consideration in the PFMB's search for legal counsel. Failure of a firm to meet the minimum qualifications will result in the Proposal's immediate elimination from further consideration.

- A. The firm must be a Rhode Island "Red Book" qualified firm and listed in the Spring 2005 Bond Buyer's Municipal Marketplace Directory.
- B. The firm must assign at least one partner to this assignment and one associate. The associate must be fully capable of handling all aspects of the account in the absence of the partner.
- C. As of June 30, 2005, the lead attorney must have had at least three (3) years public finance experience.

V. SELECTION CRITERIA

The PFMB will apply the following criteria in the selection of legal counsel:

A. Stability and General Experience of the Firm

- Stability of the firm as measured by the length of tenure of attorneys dedicated to the public finance function and the existence of, or potential for, significant developments in the firm.
- Experience of the firm in providing legal services to state and municipal clients, as measured by the firm's history of providing such services.
- Adverse organizational issues, such as the existence of litigation or other investigations and the existence of financial problems.
- Potential for conflicts of interest.

B. Quality, Stability, Depth and Experience of Legal Team

- Experience of the primary attorney and other attorney's of the firm in providing legal services to public finance clients as measured by the length of time team has served public finance clients.
- Knowledge of applicable IRS Code.

C. Client Relations and References

- Stability of the firm's client base, as measured by the number of accounts gained or lost since January 1, 2002.
- Quality of references from clients, as measured by responses relating to quality and responsiveness of legal services rendered, knowledge and accessibility of the legal team and the quality of client services.

D. Fee Proposal

The total cost of performing legal counsel services as measured by the Fee Proposals. Fees and compensation will be an important factor in the selection process; however, the PFMB will not be required to select the lowest cost bidder.

VI. SUBMISSION OF PROPOSALS

- A. **Candidate Submission of Proposal** – Proposals must be signed by an individual with the authority to commit the Candidate organization and the authority of the individual signing must be stated thereon. A total of four (4) copies of the proposal must be submitted. The formal copies of the proposal must be addressed to:

Four (4) Copies To:

Joan M. Caine, CFA
Deputy Treasurer for Finance
Office of the General Treasurer
40 Fountain Street, 8th Floor
Providence, RI 02903-1855

- B. **Deadline** – Deadline for the submission of the proposal is 3:00 PM Eastern Standard Time Wednesday July 20, 2005. Facsimile copies will *not* be accepted.

NO EXCEPTIONS TO THIS DEADLINE WILL BE CONSIDERED UNLESS THE PFMB, IN ITS SOLE DISCRETION, EXTENDS THE DEADLINE WHEREUPON IT WILL NOTIFY RECIPIENTS OF THIS RFP.

- C. **Contact Person** – Any questions that arise prior to the submission of proposals by the Candidate must be directed **in writing** (by facsimile or e-mail) to:

Ms. Joan M. Caine, CFA
Deputy Treasurer for Finance
Rhode Island Employees' Retirement System
jcaine@treasury.state.ri.us
Fax: (401) 222-6141

All questions must be received no later than Wednesday July 13, 2005.

NO TELEPHONE CALLS WILL BE ACCEPTED BY THE OFFICE OF THE GENERAL TREASURER OR MEMBERS OF HIS STAFF AT ANY TIME DURING THIS RFP PROCESS.

VII. GENERAL REQUIREMENTS

All proposals must comply with the requirements and specifications of this RFP. During contract negotiations, if the PFMB is unable to agree to terms with the Candidate receiving the highest consideration, the PFMB reserves the right to terminate contract negotiations with that Candidate without undertaking another RFP process. In the event of such an impasse, the PFMB may negotiate with the Candidate receiving the next highest consideration.

- A. **Termination** – The PFMB reserves the right to cancel this RFP at any time and to reject any and all proposals submitted in response to this RFP, if the PFMB determines such action or actions are in the best interest of the PFMB.
- B. **Proposal Applicability** – To allow sufficient time for contract negotiations, all prices and conditions stated in the proposal must be firm for a period of 60 days from the deadline for submission of the proposals. The submission of a proposal constitutes acceptance of this condition.
- C. **Legal Review** – The PFMB expects that all Candidates will agree to be bound by the terms and conditions articulated in this RFP. For this reason, it is strongly recommended that the Candidates have the terms and conditions contained herein reviewed with legal counsel and that the Candidate's concerns be brought to the attention of the General Treasurer's Office.
- D. **Governing Law and Jurisdiction** – This procurement and any agreement with the Candidates that may result will be governed by the laws of the State of Rhode Island, and the Candidate consents to jurisdiction of the state and federal courts of Rhode Island. The submission of a proposal constitutes acceptance of this condition.
- E. **Proposal Preparation Cost** – Any cost incurred by the Candidate in the preparation, transmittal or presentation of any proposal or material submitted in response to the RFP will be borne solely by the Candidate.
- F. **Confidential Data** – Candidates may request in writing non-disclosure of confidential data. Such data should accompany the proposal and should be readily separable from the proposal in order to facilitate eventual public inspection of the non-confidential portion of the proposal. After the conclusion of this search process, each proposal, except those portions that have been requested by the Candidate to remain confidential, will also be open to public inspection. The Candidate may not ask that the entire proposal remain confidential.
- G. **Waiver Provision** – The PFMB reserves the right to waive any requirements or other protections in the event the PFMB deems it to be in the best interest of PFMB.

VIII. WARRANTIES

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Warranties

Candidate agrees to the incorporation of the following warranties in a proposed contract:

- A. Candidate warrants that it maintains or will obtain at its expense prior to funding an errors and omissions insurance policy providing a prudent amount of coverage for negligent acts or omissions and that such coverage is applicable to Candidate's actions under the contract.
- B. Candidate warrants that it has completed, obtained and performed all registrations, filings, approvals, authorizations, consents or examinations required by a government or a governmental authority for acts contemplated by contract.
- C. Candidate warrants that all information and statements presented in response to this Proposal are complete and true to the best of its knowledge and that no attempt has been made to include any false or misleading material.
- D. Candidate warrants that it meets all of the minimum criteria set forth in this RFP.
- E. Candidate warrants that it will disclose any third party marketing or sales fees that have been paid or incurred in the procurement of this account.
- F. Candidate warrants that it is in compliance with Title 17, Chapter 27 of the Rhode Island General Laws with respect to the reporting of any political contributions.
- G. Rhode Island General Laws 37-2-70 requires that your firm certify that it is providing the most favored rate. Please note that your firm will be required to enter into a letter of engagement. The engagement letter must certify that the firm's rate of compensation does not exceed the rate of compensation charged by counsel to his or her preferred public or private clients.
- H. Candidate warrants that it is an equal opportunity employer as defined in the Rhode Island State statutes.

Authorized Signature

Date _____

Title

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Questionnaire

Firm Name: _____

Address: _____

Contact Name & Title: _____

Telephone #: _____

E-Mail Address: _____

Facsimile #: _____

Authorized Signature: _____

Name (print): _____

Title: _____

Date: _____

1. GENERAL INFORMATION REQUESTED

Provide a brief description of your firm, including but not limited to the following:

- a. Location(s)
- b. Number of Partners and Associates
- c. Experience in bond work including the number of partners and associates in your bond and tax departments.
- d. Describe the affirmative action programs undertaken by your firm and the number and percentage of minorities and women who are either partners or associates in your firm.
- e. Identify any material litigation, administrative proceedings or investigations in which your firm is currently involved or which may be threatened against your firm or which have been settled during the past two years.
- f. Describe any relationships that you have with other parties, i.e. fiscal advisory firms, regarding fee splitting or consulting/soliciting of business.

2. BOND EXPERIENCE AND RESOURCES

- 2.1 List all of your firm's engagements as bond counsel, underwriter's counsel and/or disclosure counsel for the period from January 1, 2002 to the present. Note: This information may be presented as an exhibit to your proposal. Please include information in the following format:

Name of Client
Your specific role (bond counsel, underwriter's counsel or disclosure counsel)
Number of years serving this client
Name(s) of partners in charge of this client
Number of bond issues in 2003, 2004, and 2005 for this client

- 2.2 Indicate all cases in which your firm was dismissed as either Bond Counsel, Underwriter's Counsel, Disclosure Counsel or Issuer's Counsel for any of your public clients over the past two years.
- 2.3 Indicate which partners and associates would be involved with the account. Provide appropriate background information and identify what their responsibilities would be in serving the PFMB.
- 2.4 Provide three references from each of your public finance clients, including names, addresses and telephone numbers.

3. FEE PROPOSAL

- 3.1 The PFMB is interested in achieving high quality services at the lowest possible cost. Please quote your fees on an hourly basis for partners and associates. Please indicate if these fees are negotiable.

4. SCOPE OF SERVICES

- 4.1 Please discuss your firm's ability to provide legal advice in accordance with § 42-10.1, the enabling legislation of the PFMB, and the PFMB Rules and Regulations. Does your firm have any recommendations to help shape the PFMB's mission moving forward?

5. MISCELLANEOUS

- 5.1 List any books or publications that members of your firm have written that would be of interest to the PFMB.
- 5.2 Discuss how your firm deals with professional ethics in connection with public finance engagements. How do you handle actual or potential ethical problems that arise in the marketing and execution of your public finance business? What process do you maintain so as to provide a consistent high standard of professional ethics?
- 5.3 Include a letter from your Chief Executive Officer or Firm Managing Partner certifying that (i) no member of your firm made inquiries with respect to this Request for Proposal other than in a written communication to Paul J. Tavares, General Treasurer from the date of this Request for Proposals through the date of your proposal and (ii) that all information in your proposal is true and correct to the best of her/his knowledge.
- 5.4 Discuss any topics not covered in this Request for Proposals which you would like to bring to the attention of the PFMB.